

Exhibit B

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DIP LOAN BUDGET

Notwithstanding anything herein to the contrary, all information is subject to errors, omissions, change, revocation or actual or future results. Future result may materially differ from actual or future performance. Note (1): Assumes certain stores may close at certain times, but the Company may make other plans that is intended cumulatively to be cash neutral, although the foregoing is subject to actual results that can not be assured or guaranteed; accordingly, the foregoing may result in higher or lower receipts and higher or lower disbursements.

Week Beginning Sunday Week Ending Saturday	15-Aug 22-Aug	22-Aug 29-Aug	29-Aug 5-Sep	5-Sep 12-Sep	12-Sep 19-Sep	19-Sep 26-Sep
Cash Balance Beginning	893,900	1,416,300	1,271,000	908,228	967,157	1,495,785
Cash / Check Deposits	160,000	160,000	120,000	180,000	180,000	180,000
Credit Card Deposits	915,000	915,000	915,000	1,015,000	1,015,000	1,015,000
Chelsea Clearance Event			100,000	100,000	100,000	100,000
Total Sales (+ST) Receipts (Note 1)	1,075,000	1,075,000	1,135,000	1,295,000	1,295,000	1,295,000
DIP Proceeds Take Down for Week	300,000	200,000	200,000	100,000	100,000	100,000
Rent			728,000			40,000
Payroll		449,700		474,700		432,400
Severance and Retention						
Payroll - related	32,000		32,000		30,000	
Sales Tax	50,000	300,000				350,000
Credit Card fees	50,000		50,000		50,000	
Stores & Corp Operating Expenses	99,000	99,000	92,072	92,072	92,072	92,072
Other Expenses and Deductions	25,000	25,000	25,000	25,000	25,000	25,000
Bank Interest and Fees	10,500	10,500	10,500	10,500	10,500	10,500
Merchandise	419,500	469,500	676,100	649,700	574,700	574,700
Capital Expenditure	100,000	-	-	-	-	-
Post-pet. Creditors' Committee	13,300	13,300	13,300	13,300	13,300	13,300
US Trustee Fees	1,500	1,500	1,500	1,500	1,500	1,500
Claims Agent	4,700	4,700	4,700	4,700	4,700	4,700
Post-pet. Debtor professionals	47,100	47,100	64,600	64,600	64,600	64,600
Total Disbursements	852,600	1,420,300	1,697,772	1,336,072	866,372	1,608,772
Closing Cash Balance		1,416,300	1,271,000	908,228	967,157	1,495,785
						1,282,014

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DIP LOAN BUDGET

Week Beginning Sunday Week Ending Saturday	26-Sep 3-Oct	3-Oct 10-Oct	10-Oct 17-Oct	17-Oct 24-Oct	24-Oct 31-Oct	31-Oct 7-Nov	7-Nov 14-Nov
Cash Balance Beginning	1,282,014	1,717,762	1,055,175	1,337,471	1,353,266	1,444,678	920,207
Cash / Check Deposits	165,000	165,000	165,000	165,000	173,250	173,250	173,250
Credit Card Deposits	858,000	858,000	858,000	843,000	885,150	885,150	885,150
Chelsea Clearance Event	100,000						
Total Sales (+ST) Receipts (Note 1)	1,123,000	1,023,000	1,023,000	1,008,000	1,058,400	1,058,400	1,058,400
DIP Proceeds Take Down for Week	100,000	100,000	100,000	100,000	100,000	100,000	
Rent		567,483				567,483	
Payroll		407,400		378,400		378,400	
Severance and Retention		40,000					40,000
Payroll - related	30,000		30,000		30,000		30,000
Sales Tax				50,000	350,000		
Credit Card fees	50,000		40,000			50,000	
Stores & Corp Operating Expenses	92,072	80,524	80,524	80,524	80,524	80,524	80,524
Other Expenses and Deductions	25,000	25,000	25,000	25,000	25,000	25,000	25,000
Bank Interest and Fees	10,500	10,500	10,500	10,500	10,500	10,500	10,500
Merchandise	495,580	570,580	570,580	463,680	486,864	486,864	586,864
Capital Expenditure	-	-	-	-	-	-	-
Post-pet. Creditors' Committee	13,300	13,300	13,300	13,300	13,300	13,300	13,300
US Trustee Fees	1,500	1,500	1,500	1,500	1,500	1,500	1,500
Claims Agent	4,700	4,700	4,700	4,700	4,700	4,700	4,700
Post-pet. Debtor professionals	64,600	64,600	64,600	64,600	64,600	64,600	64,600
Total Disbursements	787,252	1,785,587	840,704	1,092,204	1,066,988	1,682,871	856,988
Closing Cash Balance	1,717,762	1,055,175	1,337,471	1,353,266	1,444,678	920,207	1,121,619

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DIP LOAN BUDGET

		POR Exit - 16	
	Week Beginning Sunday Week Ending Saturday	14-Nov 21-Nov	21-Nov 28-Nov
Cash Balance Beginning		1,121,619	974,630
Cash / Check Deposits		173,250	198,000
Credit Card Deposits		885,150	1,029,600
Chelsea Clearance Event			
Total Sales (+ST) Receipts (Note 1)		1,058,400	1,227,600
DIP Proceeds Take Down for Week			
Rent			
Payroll		378,400	
Severance and Retention			
Payroll - related			30,000
Sales Tax			350,000
Credit Card fees		40,000	
Stores & Corp Operating Expenses		80,524	80,524
Other Expenses and Deductions		25,000	25,000
Bank Interest and Fees		10,500	10,500
Merchandise		586,864	614,696
Capital Expenditure		-	-
Post-pet. Creditors' Committee		13,300	13,300
US Trustee Fees		1,500	1,500
Claims Agent		4,700	4,700
Post-pet. Debtor professionals		64,600	64,600
Total Disbursements		1,205,388	1,194,820
Closing Cash Balance		974,630	1,007,410

POR Exit - 16

Week Beginning Sunday Week Ending Saturday	15-Aug 22-Aug	22-Aug 29-Aug	29-Aug 5-Sep	5-Sep 12-Sep	12-Sep 19-Sep	19-Sep 26-Sep
DIP LOAN BUDGET ADVANCES:						
Inventory Advances						
Perpetual Inventory	9,850,000	9,825,000	9,979,000	10,033,000	10,012,000	9,991,000
Total Reserves (shk, sup, cus cred, prof)	(505,000)	(505,000)	(505,000)	(555,000)	(555,000)	(555,000)
Net Inventory	9,345,000	9,320,000	9,474,000	9,478,000	9,457,000	9,436,000
NOLV	85%	85%	95%	95%	95%	95%
Advance Rate	95%	95%	95%	95%	95%	95%
INVENTORY AVAILABILITY	7,546,088	7,525,900	8,550,285	8,553,895	8,534,943	8,515,990
Accounts Receivable Advances						
House Accounts	500,000	500,000	525,000	525,000	525,000	525,000
HA Reserve	10%	10%	10%	10%	10%	10%
HA Eligible	450,000	450,000	472,500	472,500	472,500	472,500
AR Advance Rate	85%	85%	85%	85%	85%	85%
HOUSE ACCTS AVAILABILITY	382,500	382,500	401,625	401,625	401,625	401,625
CC Receivables Advances						
Eligible C.C. Accounts Receivable	500,000	500,000	525,000	525,000	525,000	525,000
C.C. Advance Rate @ 90%	90%	90%	90%	90%	90%	90%
CREDIT CARD AVAILABILITY	450,000	450,000	472,500	472,500	472,500	472,500
TOTAL GROSS AVAILABILITY						
Total Net Availability	8,378,588	8,358,400	9,424,410	9,428,020	9,409,068	9,390,115
Secured Loan Funding	8,344,813	8,344,813	8,344,813	8,344,813	8,344,813	8,344,813
Excess/(Deficit) Net Availability	33,775	13,587	1,079,598	1,083,208	1,064,255	1,045,303
Cash	1,416,300	1,271,000	908,228	967,157	1,495,785	1,282,014
Minimum Cash	(400,000)	(400,000)	(400,000)	(400,000)	(400,000)	(400,000)
DIP Loan Cumulative Outstanding	(300,000)	(500,000)	(700,000)	(800,000)	(900,000)	(1,000,000)
Contingency Reserves	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)
NET UNUSED AVAILABILITY	650,075	284,587	787,826	750,364	1,160,040	827,316

Week Beginning Sunday	26-Sep	3-Oct	10-Oct	17-Oct	24-Oct	31-Oct	7-Nov
Week Ending Saturday	3-Oct	10-Oct	17-Oct	24-Oct	31-Oct	7-Nov	14-Nov

DIP LOAN BUDGET ADVANCES:**Inventory Advances**

Perpetual Inventory	9,970,000	10,070,000	10,170,000	10,170,000	10,170,000	10,170,000	10,270,000
Total Reserves (shk, sup, cus cred, prof)	(555,000)	(555,000)	(555,000)	(555,000)	(555,000)	(555,000)	(555,000)
Net Inventory	9,415,000	9,515,000	9,615,000	9,615,000	9,615,000	9,615,000	9,715,000
NOLV	95%	95%	95%	95%	95%	100%	100%
Advance Rate	95%	95%	95%	95%	95%	95%	95%
INVENTORY AVAILABILITY	8,497,038	8,587,288	8,677,538	8,677,538	8,677,538	9,134,250	9,229,250

Accounts Receivable Advances

House Accounts	550,000	550,000	550,000	550,000	550,000	575,000	575,000
HA Reserve	10%	10%	10%	10%	10%	10%	10%
HA Eligible	495,000	495,000	495,000	495,000	495,000	517,500	517,500
AR Advance Rate	85%	85%	85%	85%	85%	85%	85%
HOUSE ACCTS AVAILABILITY	420,750	420,750	420,750	420,750	420,750	439,875	439,875

CC Receivables Advances

Eligible C.C. Accounts Receivable	550,000	550,000	550,000	550,000	550,000	575,000	575,000
C.C. Advance Rate @ 90%	90%	90%	90%	90%	90%	90%	90%
CREDIT CARD AVAILABILITY	495,000	495,000	495,000	495,000	495,000	517,500	517,500

TOTAL GROSS AVAILABILITY

Total Net Availability	9,412,788	9,503,038	9,593,288	9,593,288	9,593,288	10,091,625	10,186,625
Secured Loan Funding	8,344,813	8,344,813	8,344,813	8,344,813	8,344,813	8,344,813	8,344,813
Excess/(Deficit) Net Availability	1,067,975	1,158,225	1,248,475	1,248,475	1,248,475	1,746,813	1,841,813
Cash	1,717,762	1,055,175	1,337,471	1,353,266	1,444,678	920,207	1,121,619
Minimum Cash	(400,000)	(400,000)	(400,000)	(400,000)	(400,000)	(400,000)	(400,000)
DIP Loan Cumulative Outstanding	(1,100,000)	(1,200,000)	(1,300,000)	(1,400,000)	(1,500,000)	(1,600,000)	(1,600,000)
Contingency Reserves	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)
NET UNUSED AVAILABILITY	1,185,737	513,400	785,946	701,741	693,153	567,019	863,431

	Week Beginning Sunday Week Ending Saturday	14-Nov 21-Nov	21-Nov 28-Nov
DIP LOAN BUDGET ADVANCES:			
Inventory Advances			
Perpetual Inventory		10,370,000	10,420,000
Total Reserves (shk, sup, cus cred, prof)		(555,000)	(555,000)
Net Inventory		9,815,000	9,865,000
NOLV		100%	100%
Advance Rate		95%	95%
INVENTORY AVAILABILITY		9,324,250	9,371,750
Accounts Receivable Advances			
House Accounts		575,000	575,000
HA Reserve		10%	10%
HA Eligible		517,500	517,500
AR Advance Rate		85%	85%
HOUSE ACCTS AVAILABILITY		439,875	439,875
CC Receivables Advances			
Eligible C.C. Accounts Receivable		575,000	575,000
C.C. Advance Rate @ 90%		90%	90%
CREDIT CARD AVAILABILITY		517,500	517,500
TOTAL GROSS AVAILABILITY			
Total Net Availability		10,281,625	10,329,125
Secured Loan Funding		8,344,813	8,344,813
Excess/(Deficit) Net Availability		1,936,813	1,984,313
Cash		974,630	1,007,410
Minimum Cash		(400,000)	(400,000)
DIP Loan Cumulative Outstanding		(1,600,000)	(1,600,000)
Contingency Reserves		(100,000)	(100,000)
NET UNUSED AVAILABILITY		811,443	891,723